

JEROME F. BIRN, JR., State Bar No. 128561
 CATHERINE E. MORENO, State Bar No. 264517
 DYLAN G. SAVAGE, State Bar No. 310452
 ELIZABETH R. GAVIN, State Bar No. 305017
 WILSON SONSINI GOODRICH & ROSATI
 Professional Corporation
 650 Page Mill Road
 Palo Alto, CA 94304-1050
 Telephone: (650) 493-9300
 Facsimile: (650) 565-5100
 Email: jbirn@wsgr.com
 cmoreno@wsgr.com
 dsavage@wsgr.com
 bgavin@wsgr.com

Attorneys for Defendants
 Scott N. Flanders, David K. Francis, Derek N.
 Yung, Andrea C. Brimmer, Beth A. Brooke,
 Michael D. Goldberg, Randall S. Livingston,
 Jack L. Oliver, III, Dale B. Wolf, and Nominal
 Defendant eHealth, Inc.

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

YACOB CHERNET, derivatively on behalf of)
 EHEALTH, INC.,)
 Plaintiff,)
 v.)
 SCOTT N. FLANDERS, DEREK N. YUNG,)
 DAVID K. FRANCIS, ANDREA C. BRIMMER,)
 BETH A. BROOKE, MICHAEL D.)
 GOLDBERG, RANDALL S. LIVINGSTON,)
 JACK L. OLIVER, III, and DALE B. WOLF,)
 Defendants,)
 and)
 EHEALTH, INC.,)
 Nominal Defendant.)

CASE NO.: 4:20-cv-04477-JST

**STIPULATION AND [PROPOSED]
 ORDER TO STAY**

1 WHEREAS, on July 7, 2020, Plaintiff Yacob Chernet (“Plaintiff”), derivatively and on
 2 behalf of eHealth, Inc. (“eHealth”), filed this putative derivative action against Individual
 3 Defendants Scott N. Flanders, David K. Francis, Derek N. Yung, Andrea C. Brimmer, Beth A.
 4 Brooke, Michael D. Goldberg, Randall S. Livingston, Jack L. Oliver, III, and Dale B. Wolf
 5 (collectively, the “Individual Defendants,” and with eHealth, the “Defendants”) (together with
 6 Plaintiff, the “Parties”);

7 WHEREAS, the deadline for the Individual Defendants to answer, move, or otherwise
 8 respond to the Complaint is September 14, 2020, and, pursuant to stipulation (ECF No. 28) the
 9 deadline for eHealth to answer, move, or otherwise respond to the Complaint is August 13, 2020;

10 WHEREAS, a related securities class action involving related claims and defenses,
 11 including alleged violations of sections 10(b) and 20(a) of the Securities Exchange Act and Rule
 12 10b-5 promulgated thereunder, is pending before this Court, captioned *In re eHealth, Inc.*
 13 *Securities Litigation*, Case No. 4:20-cv-2395-JST (the “Securities Class Action”);

14 WHEREAS, the outcome of Securities Class Action will likely affect the scope, claims,
 15 and defenses applicable in this Action;

16 WHEREAS, the Parties hereby jointly stipulate to stay this action until and through the
 17 resolution of the anticipated motion to dismiss the Securities Class Action upon the terms set
 18 forth herein;

19 WHEREAS, the Parties jointly stipulate that the “resolution” of the anticipated motion to
 20 dismiss the Securities Class Action is defined to mean the earlier of the following events: (a) the
 21 Securities Class Action is dismissed in its entirety with prejudice; or (b) Defendants file an
 22 answer to the complaint in the Securities Class Action;

23 WHEREAS, during the pendency of this stay, Defendants have agreed to provide
 24 Plaintiff with any materials produced to any eHealth stockholder pursuant to a stockholder
 25 demand related to the subject matter of this action, under Section 220 of the Delaware General
 26 Corporation Law (subject to entry into a mutually acceptable non-disclosure agreement);

1 WHEREAS, the Parties have also reached agreement concerning participation in and
2 timing of any future mediation of this action;

3 WHEREAS, this stipulation will promote the efficient and orderly administration of
4 justice by coordinating this action with the Securities Class Action;

5 NOW, THEREFORE IT IS HEREBY STIPULATED AND AGREED by the Parties,
6 through their undersigned counsel and subject to the approval of the Court:

7 1. All proceedings in this action, including any obligation to respond to the
8 Complaint or any amended complaint, and all discovery and disclosure obligations under the
9 applicable local and federal rules, are hereby stayed pending the resolution of the anticipated
10 motion to dismiss the Securities Class Action;

11 2. The Defendants will promptly notify Plaintiff should they become aware of any
12 additional derivative lawsuits filed in any forum that allege the same or similar allegations as
13 those alleged in this action. If another such derivative lawsuit is filed, Plaintiff may lift this stay
14 on 30 days' written notice to all counsel of record via e-mail;

15 3. Notwithstanding this voluntary stay of this action, Plaintiff may file an amended
16 complaint. Defendants shall not be required to move, answer, plead, or otherwise respond to the
17 Complaint (or any amended complaint) during the pendency of the stay of proceedings;

18 4. By entering into this Stipulation, the Parties reserve all of their respective rights,
19 claims, and defenses in this action, and no part of this stipulation shall be construed as a waiver
20 of any rights, claims, or defenses.

21 IT IS SO STIPULATED

22 Dated: August 10, 2020

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

24 By: /s/ Jerome F. Birn, Jr.
Jerome F. Birn, Jr.

26 650 Page Mill Road
Palo Alto, CA 94304-1050
27 Telephone: (650) 493-9300
Facsimile: (650) 565-5100
28 jbirn@wsgr.com

*Attorneys for Defendants Scott N. Flanders,
David K. Francis, Derek N. Yung, Andrea C.
Brimmer, Beth A. Brooke, Michael D.
Goldberg, Randall S. Livingston, Jack L.
Oliver, III, Dale B. Wolf and Nominal
Defendant eHealth, Inc.*

Dated: August 10, 2020

THE ROSEN LAW FIRM, P.A.

By: /s/ Laurence M. Rosen
Laurence M. Rosen

355 South Grand Avenue, Suite 2450
Los Angeles, CA 90071
Telephone: (213) 785-2610
Facsimile: (213) 226-4684
lrosen@rosenlegal.com

Attorneys for Plaintiff Yacob Chernet

PURSUANT TO STIPULATION, IT IS SO ORDERED

Dated _____

UNITED STATES DISTRICT COURT JUDGE

CIVIL L.R. 5-1(i)(3) ATTESTATION

I, Jerome F. Birn, Jr., am the ECF user whose ID and password are being used to file this STIPULATION AND [PROPOSED] ORDER TO STAY. In compliance with Civil Local Rule 5-1(i)(3), I hereby attest that Laurence M. Rosen has concurred in this filing.

Dated: August 10, 2020

By: /s/ Jerome F. Birn, Jr.
Jerome F. Birn, Jr.